

PLAINS
ALL AMERICAN
PIPELINE, L.P.

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March 20, 2013

Chief, Environmental Enforcement Section
Environment and Natural Resources Division
U.S. Department of Justice
Box 7611 Ben Franklin Station
Washington, D.C. 20044-7611

Mr. Nelson "Beau" Smith
U.S. Environmental Protection Agency
Region 6
1445 Ross Ave.
Dallas, Texas 75202-2733
Mail Code: 6SFPC

Mr. Ward Burns
Air Permitting and Compliance Branch
U.S. Environmental Protection Agency
Region 7
11201 Renner Boulevard
Lenexa, KS 66219

Re: Semi-Annual Compliance Status Report
Reporting Period: September 1, 2012 through February 28, 2013
DJ No. 90-5-1-1-08698

Dear Sirs:

Plains All American Pipeline, L.P. (Plains) is pleased to submit the attached report entitled "Semi-Annual Compliance Status Report" in accordance with the Consent Decree (Civil Action No. 4:10-cv-02833) and covering the reporting period of September 1, 2012 through February 28, 2013. During this reporting period, Plains was not in violation of any of the Consent Decree requirements.

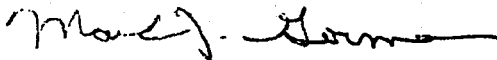
Plains would also like to take the opportunity to note that this semi-annual report documents that all of the Compliance Requirements stipulated under Provision V. of the Consent Decree have been completed within the required deadlines. As a result, Plains wishes to make a courtesy notification that we intend to submit a written Request for Termination of the Consent Decree on July 31, 2013 in accordance with Section XVII of the Consent Decree. In the interim, should you wish to review documentation of the completion of the Compliance Requirements beyond the semi-annual reports provided to date, please let us know.

**Plains All American GP LLC, General Partner of Plains AAP, L.P., the Sole Member of
PAA GP LLC, the General Partner of Plains All American Pipeline, L.P.
333 Clay Street, Suite 1600 (77002) • P.O. Box 4648 • Houston, Texas 77210-4648 • 713-646-4100**

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Semi-Annual Compliance Status Report

If you have any questions or concerns about the attached report or any other matter related to Plains' compliance with the Consent Decree, please feel free to contact me at (713) 646-4655.

Best Regards,



Mark J. Gorman
Executive Vice President – Operations and Business Development

Cc: Mr. Tim Moore – Plains All-American Pipeline, L.P.
Mr. Dan Nerbonne – Plains All-American Pipeline, L.P.
Mr. Phil Smith – Plains All-American Pipeline, L.P.
Mr. Troy Valenzuela – Plains All-American Pipeline, L.P.
Mr. Dean Gore – Plains All-American Pipeline, L.P.